

BRYAN CAVE LLP

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St. Louis, MO 63102
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Michael G. Biggers, Esq.

*Ordinary Course Professional to the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**REPLY IN SUPPORT OF INTERIM APPLICATION OF BRYAN CAVE LLP
AS ORDINARY COURSE COUNSEL FOR THE DEBTORS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
MAY 1, 2013 THROUGH AUGUST 31, 2013**

For its reply in support of its interim application for compensation and reimbursement of expenses (the “**Application**”) for the period May 1, 2013 through June 30, 2013 (the “**Application Period**”), Bryan Cave LLP (“**Applicant**”), Counsel to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represents as follows:

THE CURRENT STATUS OF APPLICATION AND US TRUSTEE’S POSITION

1. On November 18, Applicant filed an interim application for an order awarding interim compensation in the amount of \$285,783.50 for fees representing work in the defense and settlement of the Proofs of Claim designated as claims no. 2110, 2117, 2254 and 5596,

which proofs of claim assert putative class claims against Residential Funding Company, LLC (“RFC”), Residential Capital, LLC, and GMAC Residential Holding Company, LLC. Each proof of claim attached and was based on Plaintiffs’ Joint Consolidated Amended Class Action Complaint in *In re Community Bank of Northern Virginia Mortgage Lending Practices Litigation*, MDL No. 1674, Case Nos. 03-0425, 02-01201, 05-0688 and 05-1386, pending in the United States District Court for the Western District of Pennsylvania (the “MDL Litigation”), a case in which Bryan Cave was defending RFC prior to the initiation of these Bankruptcy cases.

2. The US Trustee has no objection to Applicant’s request for fees.

3. Applicant also sought interim reimbursement of expenses in the amount of \$4,913.67 in connection with the same representation.

4. The US Trustee has objected to the request for reimbursement of expenses.

5. In response to this objection, Applicant withdraws its request for reimbursement of all expenses except airfare and hotel bills for two lawyers to travel to New York City. The reduced amount requested for reimbursement of expenses is \$ 3,895.92. Copies of the actual bills for these expenses are attached as **Exhibit A**.

6. Since the filing of the Application, the Court has approved the settlement which Applicant helped negotiate post-petition, resolving the afore-mentioned claims to the benefit of the Estate on a class basis.

GROUND FOR AWARD OF TRAVEL EXPENSES

7. The coach airfare and hotel expenses in question were incurred by K.L. Marshall and E.L. Dill on May 15-17 in connection with a series of meetings in New York City on May 16 to address potential settlement of the claims first asserted in the MDL Litigation. All of these meetings involved many people, including counsel for the claimants, a representative of the Debtors, Debtors’ bankruptcy and insurance coverage counsels, and counsel for the Unsecured

Creditors' Committee. The settlement eventually approved by this Court resulted from these and subsequent meetings.

8. K.L. Marshall and Emma Dill had spent hundreds of hours on the claims in the MDL Litigation before the bankruptcy. They were uniquely situated persons to attend these meetings to benefit the Estate by addressing details of those claims, even though the meetings necessarily required travel because of the participation of other constituencies and because Mr. Marshall and Ms. Dill are now based in San Francisco. The New York venue for the meetings was not chosen for Applicant's convenience.

9. The personal attendance of Mr. Marshall and Ms. Dill provided value to the Debtors beyond that which could have been provided by the participation of Debtors' bankruptcy counsel alone. Their personal attendance saved the Estate the burden and considerable expense of attempting to transfer to Debtors' bankruptcy counsel their knowledge of the underlying pre-petition litigation and facts.

10. Applicant respectfully submits that for the foregoing reasons its request for airfare and hotel expenses is comparable to the request made by Pepper Hamilton LLP in its Second Interim Application, which request was discussed at pages 54-55 of the Transcript of the Hearing of September 11, 2013 and approved by the Court at page 56 of that transcript.

CONCLUSION

11. Applicant believes that the services rendered during the Application Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses requested, as reduced in this Reply and documented in Exhibit A hereto, were actual and necessary to the performance of Applicant's services.

12. Applicant therefore requests an order (i) approving interim compensation in the amount of \$285,783.50 for fees representing work on the proofs of claim based on the MDL

Litigation, and interim reimbursement of expenses in the amount of \$ 3,895.92, (ii) directing payment of all compensation held back in connection with Applicant's Monthly Fee Applications for the Application Period, and (iii) granting such other and further relief as may be just and proper.

Dated: December 13, 2013

A handwritten signature in black ink, appearing to read "Michael G. Biggers", written over a horizontal line.

Michael G. Biggers
Bryan Cave LLP
211 North Broadway, Suite 3600
St. Louis, MO 63102
(314)-259-2000

*Ordinary Course Counsel for Residential Capital, LLC,
et al.*

EXHIBIT A



Print Close

Itinerary and Receipt

Thanks for booking.

Here's your flight confirmation to print out for your trip. See you onboard.

Please note: It may take up to 30 minutes to receive your confirmation email.

Confirmation Code: HSEZBE

Who's Flying

Traveler Name	Ticket Number	Traveler Type	Frequent Flyer Program	Frequent Flyer #	Points
Kenneth Lee Marshall	9842135401051	Adult	Virgin America (Elevate)	37639670096	2,300

Where You're Going

DEPARTING

Wednesday, 5/15/2013 - Flight 22 Seat Type: Main Cabin

Depart: San Francisco, CA (SFO) 9:20 AM
Arrive: New York, NY (JFK) 5:55 PM

Traveler(s)	Seat #	Extras
-------------	--------	--------

KENNETH LEE MARSHALL 21F

This total for **1 Traveler(s)**

Price Details:

Base Fare (x1):	\$459.53
Federal Excise Tax	\$34.47
Fare:	\$494.00
Domestic Taxes and Fees: *	\$10.90
Total:	\$504.90

Traveler Billing Address

Payment

Kenneth Marshall
11 Crown Point
San Rafael, CA 94901
US

Payment by Credit Card

Card Type: Visa
Cardholder Name: Kenneth L. Marshall
Card Number: xxxxxxxxxxxx1486
Payment Amount: \$504.90

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<https://www.virginamerica.com/printReceipt.jsp?show=withReceipt>

5/13/2013



AMERICAN EXPRESS® BUSINESS TRAVEL

Page 1 of 2

Generated: May 16, 2013 6:32 PM

Travel Arrangements for KENNETH LEE MARSHALL

Record Locator MNTSAV
Trip ID 11370276743
OFFICE
211 NORTH BROADWAY
ST LOUIS MO 63102

Agent ID: LR

1700 Lincoln Street Suite 4100 - Denver, CO 80203
Phone: (303) 861-7000 / Fax: (303) 861-7000

Invoice Details

Ticket Information

Airline Code	006	Ticket Date	5/16/2013
Ticket Number	7196038194	Invoice	0000350
Check Digit	5	Electronic	Yes
Billing Code	SF-XXXXXXX		

Charges

Ticket Base Fare	398.51
Ticket Tax Fare	40.79
Total (USD) Ticket Amount	439.30

Airfare charged to Visa

Total 439.30

Travel Details

Friday May 17, 2013

Flight Information

Airline	DELTA AIR LINES
Flight	1565
Origin	New York JFK, NY
Destination	San Francisco, CA
Departing	2:00 PM
Arriving	5:30 PM

Estimated time	6 hours 30 minutes
Distance	2,586 Miles
Meal Service	Food for purchase
Plane	Boeing 757-200

Departure Terminal	TERMINAL 2
Arrival Terminal	TERMINAL 1
Seat	Unassigned
Class	Coach

Travel Details

Saturday September 14, 2013

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Airline Record Locators

Airline Reference	Carrier
GAFJGS	DELTA AIR LINES

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Marshall, Kenneth	Page Number	1	Invoice Nbr	1000134223
Bryan Cave Law Firm/spb	Guest Number	2128031	Arrive Date	05-15-2013
11 Crown Pt	Folio ID	A	Depart Date	05-16-2013
	No. Of Guest	1		
San Rafael, CA 94901-2344	Room Number	1219		
	Time	06-05-2013 09:04		

Duplicate Invoice

Date	Reference	Description	Charges	Credits
05-15-2013	RT1219	Room Chrg Corp Volumn LRA	\$559.00	
05-15-2013	RT1219	Room Tax - 8.875% Sales & Use	\$49.61	
05-15-2013	RT1219	City Tax - 5.875%	\$32.84	
05-15-2013	RT1219	Occupancy Tax - \$2.00	\$2.00	
05-15-2013	RT1219	NYS Javits Ctr Tax	\$1.50	
05-16-2013	AX	American Express		\$-644.95
		** Total	\$644.95	\$-644.95
		** Balance	\$0.00	

*****For Authorization Purpose Only*****

L MARSHALL

Authorization Date	Credit Card	Code	Auth
05-15-2013	XXXX7007	507534	754.00

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212-201-2700
<http://www.westinny.com/>



Marshall, Kenneth	Page Number	1	Invoice Nbr	1000134224
Bryan Cave Law Firm/spb	Guest Number	2129190	Arrive Date	05-16-2013
11 Crown Pt	Folio ID	A	Depart Date	05-17-2013
	No. Of Guest	1		
San Rafael, CA 94901-2344	Room Number	1219		
	Time	06-05-2013 09:04		

Duplicate Invoice

Date	Reference	Description	Charges	Credits
05-16-2013	RT1219	Room Chrg Corp Volumn LRA	\$459.00	
05-16-2013	RT1219	Room Tax - 8.875% Sales & Use	\$40.74	
05-16-2013	RT1219	City Tax - 5.875%	\$26.97	
05-16-2013	RT1219	Occupancy Tax - \$2.00	\$2.00	
05-16-2013	RT1219	NYS Javits Ctr Tax	\$1.50	
05-17-2013	VI	Visa		\$-530.21
		** Total	\$530.21	\$-530.21
		** Balance	\$0.00	

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MARSHALL, KENNETH

Authorization Date	Credit Card	Code	Auth
05-16-2013	XXXX1486	07712C	619.00

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Lee Marsha 11

Dill, Emma

Bryan Cave Law Firm/spb
11 Crown Pt

San Rafael, CA 94901-
2344

Page Number 1
Guest Number 2129191
Folio ID A
No. Of Guest 1
Room Number 1040

Invoice Nbr 1000129696
Arrive Date 05-16-2013
Depart Date 05-17-2013

Time 06-05-2013 09:05

Duplicate Invoice

Date	Reference	Description	Charges	Credits
05-16-2013	RT1040	Room Chrg Corp Volumn LRA	\$459.00	
05-16-2013	RT1040	Room Tax - 8.875% Sales & Use	\$40.74	
05-16-2013	RT1040	City Tax - 5.875%	\$26.97	
05-16-2013	RT1040	Occupancy Tax - \$2.00	\$2.00	
05-16-2013	RT1040	NYS Javits Ctr Tax	\$1.50	
05-17-2013	VI	Visa		\$-530.21
		** Total	\$530.21	\$-530.21
		** Balance	\$0.00	

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MARSHALL, KENNETH

Authorization Date	Credit Card	Code	Auth
05-16-2013	XXXX1486	04448C	619.00

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reward miles per day.



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United Confirmation Number 06797J

Purchase Summary	
1 Adults (age 18 to 64)	\$494.00
Additional <u>Taxes/Fees</u>	\$10.90
Price Details	
<input checked="" type="checkbox"/> Economy Plus	\$71.00
Total	\$575.90
Payment Information	
Name of Cardholder:	Emma L. Dill
Card Type:	Visa
Card Number:	XXXXXXXXXXXX3881
MileagePlus Members:	Upon completion of this itinerary, you will earn up to 2,586 MileagePlus award miles.*

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Page 2 of 3

Flight Details		United Confirmation Number	
		067971	
Wed., May. 15, 2013 San Francisco, CA (SFO) to New York, NY (JFK)			
Depart: 8:38 a.m. Wed., May. 15, 2013 San Francisco, CA (SFO)	Arrive: 5:15 p.m. Wed., May. 15, 2013 New York, NY (JFK)	Travel Time: 5 hr 37 mn	Distance: 2,586 miles Flight: UA276 Aircraft: Boeing 757-200 Fare Class: United Economy (U) Meal: Meals for Purchase No Special Meal Offered.

Traveler(s)	
Ms. Emma Lee Dill	
Date of Birth:	8/23/1982
Gender:	Female
Special Meals Request:	Not applicable for this Itinerary
E-mail Address:	emma.dill@bryancave.com
Home Phone:	(913) 232-1832 - United States
Business/Other Phone:	(415) 675-3497 - United States
Seat Assignments:	SFO - JFK: 23E

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Dill, Emma	Page Number	1	Invoice Nbr	1000129694
Bryan Cave Law Firm/spb	Guest Number	2128032	Arrive Date	05-15-2013
11 Crown Pt	Folio ID	A	Depart Date	05-16-2013
San Rafael, CA 94901-2344	No. Of Guest	1		
	Room Number	1040		
	Time	05-21-2013 18:53		

Duplicate Invoice

Date	Reference	Description	Charges	Credits
05-15-2013	RT1040	Room Chrg Corp Volumn LRA	\$559.00	
05-15-2013	RT1040	Room Tax - 8.875% Sales & Use	\$49.61	
05-15-2013	RT1040	City Tax - 5.875%	\$32.84	
05-15-2013	RT1040	Occupancy Tax - \$2.00	\$2.00	
05-15-2013	RT1040	NYS Javits Ctr Tax	\$1.50	
05-15-2013	1	Hotel Internet	\$25.50	
05-16-2013	VI	Visa		\$-670.45
		** Total	\$670.45	\$-670.45
		** Balance	\$0.00	

*****For Authorization Purpose Only*****

EMMA L DILL

Authorization Date	Credit Card	Code	Auth
05-15-2013	XXXX3881	025807	754.00

EXPENSE SUMMARY REPORT

Currency: USD

Date	Rm & Tax	Fd & Bev	Telephone	Misc.	Other	Total	Payment
05-15-2013	\$644.95	\$0.00	\$25.50	\$0.00	\$0.00	\$670.45	\$0.00
05-16-2013	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$-670.45
Total	\$644.95	\$0.00	\$25.50	\$0.00	\$0.00	\$670.45	\$-670.45

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